

Headwaters Regional Development Commission Bylaws

ARTICLE I

NAME, LOCATION AND JURISDICTION

1. The Commission shall be known as the Headwaters Regional Development Commission. It is a Regional Development Commission established under and pursuant to the Regional Development Act of 1969 as amended (Minn. Stat. Sec. 462.381 and following).
2. The Commission shall maintain its principal office in the City of Bemidji, Beltrami County, Minnesota, and may establish such other offices in such other locations as it may deem appropriate.
3. The development region in which this Commission shall function shall include an area within the boundaries of the following counties in the State of Minnesota: Beltrami, Clearwater, Hubbard, Lake of the Woods, and Mahnommen.

ARTICLE II

PURPOSES AND POWERS

1. The purpose of the Headwaters Regional Development Commission is to promote the orderly physical, social, and economic development of the region in order to improve the quality of life for its citizens as well as for future generations.
2. The Commission shall possess, exercise and discharge the powers and duties established by the Regional Development Act as amended, Minn. Stat. Sec. 462.381 and following.
3. The powers and duties of the Commission shall be performed and carried out by the Commission and/or its officers or employees as authorized by the Regional Development Act and by these bylaws.

ARTICLE III

COMMISSION MEMBERSHIP AND REPRESENTATION

1. The Headwaters Regional Development Commission shall consist of members as specified in the Regional Development Act, Minn. Stat. Sec. 462.388.
2. Members of the Commission shall be chosen as specified in the Regional Development Act. Authorized membership and selection procedure shall be as follows:
 - A. One member from each county board of every county in the development region -- selected by the county board;

- B. One additional county board member from each county of over 100,000 population -- selected by the county board;
- C. A town clerk, town treasurer, or one member of a town board of supervisors from each county containing organized towns -- selected by the township officers association;
- D. One additional member -- selected by the county board of any county containing no townships;
- E. One mayor or councilperson from a municipality of under 10,000 population from each county -- selected by the mayors of all such municipalities in the county;
- F. One mayor or councilperson from each municipality of over 10,000 in each county -- selected by the city council;
- G. Two school board members elected by a majority of the chairs of school boards in the development region;
- H. One member from each council of governments;
- I. One member appointed by each Native American tribal council located in the region. Each such member must be a person residing in the development region, or within the boundaries of a reservation served by the HRDC.
- J. Citizens representing public interests within the region including members of minority groups as specified in these bylaws.

The terms of office for commissioners who are elected officials shall be concurrent with the term of their elected office. Upon expiration of the commissioner's term in elected office, a successor shall be selected in the manner prescribed by the Regional Development Act or these bylaws. A commissioner, if re-elected to an elected office, may be selected to continue on the Commission. The secretary of the Commission shall be responsible for notifying the various membership classifications when the term of their representative has expired.

Any Commission member who accepts the responsibility of serving on the Commission and does not show any active interest shall be removed from membership on the Commission. Three consecutive absences during a year will be considered reason for removal.

When a member has missed two consecutive meetings, the secretary will send a letter to the member reminding him/her of the obligation to participate in meetings of the Commission. The secretary shall also notify a member when he or she has missed three consecutive meetings and seek to determine the reasons for the absences and the member's interest in continuing to serve on the Commission. In this case, a copy of the notification letter will be sent to the member's appointing or nominating authority (county board, mayors, etc.). If sufficient reasons for absence or interest do not exist, the matter will be brought to the Commission which shall consider removal of the member. A majority vote of the Commissioners present shall be necessary for removal.

3. Citizens representing public interests within the region shall serve as members of the Commission. It is recognized the public interests within the region will change from time to time. To permit proper representation of such interests, the Commission shall periodically review these bylaws to provide for the addition or deletion (as the case may be) of special interests entitled to representation on the Commission. Addition or deletion shall be carried out by amendment of these bylaws in the manner hereinafter set forth.

In the event that the Commission membership does not include a woman, one shall be selected from nominees solicited from women organizations in the region (e.g., League of Women Voters, AAUW, Mrs. Jaycees, Women's Study Groups).

In the event that the Commission membership does not provide for proportional representation of minorities that may be required by State, Federal, or other organizations providing funding for the HRDC, the HRDC will establish a minority representative position on the Commission. The member will be selected from nominees solicited from a variety of organizations in the Region as approved by the HRDC.

Each of the remaining public interests listed below shall be entitled to representation by one member on the Commission. Each such member must be a person residing in the development region, and shall be selected in the following manner:

- A. Labor representative selected from nominees solicited from labor unions operating in the region.
- B. Business representative, with an emphasis on value – added manufacturing or other business selected from nominees solicited from Chambers of Commerce, Development Corporations, and businesses in the region.
- C. Natural Resource representative selected from nominees solicited from Soil and Water Conservation District Boards, the Minnesota Society of American Foresters and timber associations.
- D. A New Economy representative, selected from the areas of higher education, health care or technology. The Commission will select the category to be filled when a vacancy occurs, and will then select a member from nominees solicited from professional organizations, businesses, and institutions that are in the selected area.

The Commission shall periodically review its membership and bylaws to ensure that both Agriculture and Forestry interests are adequately represented on the Commission.

4. Commissioners representing a public interest shall be appointed at the annual meeting of the Commission and shall serve for a term of two years. Commissioners representing a public interest may be selected to succeed themselves after nominations have been solicited from their respective groups. All commissioners shall serve until their successors are selected and qualified.

5. A vacancy in the office of the commissioner shall occur upon the death or resignation of a member, if a member ceases to have the required qualifications for membership as provided herein, or upon receipt of a formal resolution from any governmental unit indicating that a commissioner no longer is authorized to represent such governmental unit. Vacancies shall be filled in the manner prescribed in paragraphs 1, 2, and 3 of this Article.
6. No salary shall be paid commissioners for their services; provided, however, that a commissioner may receive reasonable expenses for each regular and special meeting attended. Such expenses shall include a per diem and expense allowance as established by resolution adopted at a meeting of the Commission.

ARTICLE IV

COMMISSION MEETINGS

1. Annual Meeting. The annual meeting of the Commission shall normally be held on the third Thursday of July in each year at Bemidji or at such other location as the Commission shall determine and shall be specified in the notice of meeting hereinafter mentioned. In the event said annual meeting date is a legal holiday, or if other conflicts occur, the Commission may vote at a regularly scheduled meeting to hold the annual meeting on a more convenient date in July.

Notice of the date, time, and place of the annual meeting shall be given by the secretary of the Commission at least ten (10) days prior to the date thereof. The deposit of such notice in the United States mail, postage prepaid, shall be deemed sufficient. Concurrently, the secretary shall mail to each member a tentative agenda of business which it is anticipated will be covered at the annual meeting. In no way shall the business transacted at the annual meeting be limited to the tentative agenda. Members may transact at the annual meeting any business which may properly be brought before the Commission; provided, however, that no business with respect to which special notice is required shall be transacted unless such notice shall have been given.

2. Regular Meetings. The Commission shall normally hold twelve regular meetings each calendar year. Such regular meetings shall normally be held on the third Thursday of each month in Bemidji, Minnesota, or at such other locations as may be established by the Commission and identified in the notice of meeting. In the event that the meeting day is a legal holiday, or if other conflicts occur, the Commission may vote, at a regularly scheduled meeting, to hold the meeting on a more convenient date. Notice of the date, time and place of a regular meeting shall be given by the secretary of the Commission at least ten (10) days prior to the date thereof. The deposit of such notice in the United States mail, postage prepaid, shall be deemed sufficient. Concurrently, the secretary of the Commission shall mail to the members a tentative agenda of business to be transacted at the meeting. Transaction of business at the meeting, however, need not be limited to those items listed on the agenda. The chair shall have the authority to cancel or reschedule a meeting due to inclement weather, lack of sufficient agenda items, or other relevant reasons. In the event of cancellation, all members will be notified in the most expedient manner and agenda items will be carried forward to the next meeting.

3. Special Meetings. A special meeting of the Commission may be called for any purpose or purposes at any time by the chair, or any ten (10) members of the Commission.

Persons entitled to call a special meeting shall make a request in writing, mailed or delivered in person to the chair of the Commission or to the secretary. It shall be the duty of the secretary forthwith to cause notice to be given to all members of a meeting to be held at such time and place as the officer may fix. Such notice shall state the purpose or purposes of the meeting and shall fix the date of such meeting not less than five (5) working days after the receipt of such request by the chair or secretary. No business may be transacted at a special meeting except as has been described in the notice.

4. Notice of Meeting. Notice of meeting (regular or special) as provided herein shall be mailed to each member at his/her last known mailing address as same appears in the last available Commission records.
5. Adjournments. Any meeting of the Commission may be adjourned from time to time upon a vote of a majority of the members present at the meeting. No other notice of adjourned meeting shall be required other than by announcement at the meeting at which such adjournment is taken.
6. Quorum. Presence at any meeting of fifty-one percent (51%) of the total voting membership shall constitute a quorum for the transaction of business. If a quorum is not present, those present shall have the power to adjourn the meeting from time to time until a quorum shall be present without giving further notice of the adjourned meeting. If a duly called meeting or adjourned meeting is begun with a quorum, the members may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.
7. Minutes. The minutes of each meeting shall be prepared and distributed to the Commission members after each meeting. Minutes and any corrections thereof, duly adopted, shall be signed by the presiding officer and the secretary. The minutes of the meeting shall not be deemed to be correct until adopted at a regular or special meeting of the Commission.

ARTICLE V
BOARD OF DIRECTORS

1. The Commission shall be the Board of Directors.

ARTICLE VI
OFFICERS

1. The officers of the Commission shall be a chair, a vice-chair, a secretary and a treasurer. The Commission may establish additional offices from time to time. Nominations for chair will be accepted from any member of the Commission.
2. The Commission may appoint one or more assistant secretaries or assistant treasurers.
3. All officers shall be commissioners. Assistant secretaries or assistant treasurers need not be commissioners.
4. All officers shall be elected as herein provided and shall serve for a term of two (2) years or until their successors are elected and qualified. No officer may serve more than two consecutive two year terms in the same position. Partial terms are not included in this limitation.
5. No two offices may be held by the same person at the same time.
6. The officers of the Commission shall be elected by ballot at the annual meeting on even numbered years.
7. The chair and vice-chair of the Commission shall be qualified as follows:
 - A. Shall be a resident of the region or in the case of a Tribal representative, a resident of the region or the Reservation, for at least one year;
 - B. Shall be a person experienced in the field of government affairs;
 - C. Must be willing to travel for purposes of representing the Commission.

The chair shall be responsible for carrying out the policy decisions of the Commission and seeing that all resolutions of the Commission are carried into effect. The chair shall execute all contracts or instruments of the Commission and shall have the powers and duties vested in him/her pursuant to the Regional Development Act of 1969 and any amendments thereto. The executive director may be authorized to execute contracts or instruments that have had Commission approval where the chair's signature is not required. The chair shall preside at all meetings of the Commission.

8. The vice-chair of the Commission shall assist the chair in carrying out the chair's duties and responsibilities, and shall perform such additional duties as may be established by the Commission from time to time. In the absence of the chair at any meeting of the Commission, the vice-chair shall preside. If both chair and vice-chair are not in attendance at a regular or special meeting, a temporary chair shall be chosen from among those commissioners present at the meeting.
9. The secretary and treasurer of the Commission shall each be a resident of the Region or in the case of a Tribal representative, a resident of the region or the Reservation.
10. The secretary shall issue notices of all meetings (except those special meetings which may be called at the request of other officers pursuant to these bylaws). The secretary shall be responsible for the minutes of all meetings and maintain a record for that purpose. The secretary shall have custody of and provide for the safekeeping of all documents of the Commission except that clerical and safekeeping obligations may be delegated to the executive director of the Commission or to the staff.
11. The treasurer shall have full responsibility for the funds of the Commission and shall keep a full and accurate record of accounts, receipts and disbursements in books belonging to the Commission and shall deposit all funds in the name and to the account of the Commission in such depositories as may be designated by the Commission. The treasurer shall disburse the funds of the Commission as ordered by the Commission and shall render to the Commission an account of transactions and of the financial condition of the Commission as required from time to time by the Commission.

The Commission may adopt a resolution authorizing the payment of routine recurring expenditures. So long as such an authorizing resolution shall be in effect the treasurer and chair shall have the authority to disburse the funds of the Commission for such purposes. Payments made pursuant to such resolution shall, however, be reported to the next meeting of the Commission or Board of Directors. In no event shall any officer of the Commission authorize or obligate the Commission to make any payment except from sufficient unencumbered appropriated funds existing at that time to the credit of the Commission. A facsimile signature of an appropriate officer shall be permitted on checks drawn against Commission funds so long as such checks are executed personally by an authorized Commission official.

12. All officers and employees of the Commission who handle funds of the Commission or who are custodians of property shall be bonded in an amount to be determined by the Commission. The cost of such bond or bonds shall be paid from the funds of the Commission.
13. All employees of the Commission shall serve at the pleasure of the Commission and may be removed only as provided in the Commission's personnel policies.
14. If an officer becomes ineligible or unable for any reason to serve an entire term, the remainder of the term shall be filled as follows:
 - If the board chair is the member who is ineligible or unable to serve an entire term, the vice-chair, if willing, shall serve as chair for the remainder of the term. If the

vice chair is willing to serve as chair, an election for the position of vice-chair shall take place at a subsequent meeting of the Commission. If the vice chair is unwilling to serve as chair for the remainder of the term, the vice chair shall act as chair until a chair is elected at a subsequent meeting of the Commission.

Nominations for a vacant officer position may be made by any member of the Commission upon a call for nominations by the chair or acting chair.

- If the board chair and vice chair become simultaneously ineligible to serve in their respective positions, the secretary, if willing, shall serve as board chair. If the secretary is unwilling to serve as chair, the treasurer shall serve in that capacity. If both the secretary and treasurer are unwilling to serve in that capacity an election will be held at the next meeting of the Commission. If the remaining term is six months or less the chair shall continue in that position until the next regular election. If the remaining term is greater than six months an election for the chair shall be scheduled at a subsequent meeting of the Commission.
- If an officer other than board chair is ineligible or unable to serve an entire term, an election for the vacated seat shall take place at a subsequent meeting of the Commission. Nominations for the vacated officer position may be made by any member of the Commission upon call for nominations by the chair.
- A nominating committee comprised of one Commissioner from each county shall be assembled to compile a slate of candidates for all open officer positions at all regularly scheduled elections. Geographic diversity shall be one consideration of the committee when compiling a slate of candidates.

ARTICLE VII

ADMINISTRATION

1. The Commission may employ an executive director. The administration of the work to be carried on by the Commission shall be the responsibility of an executive director who is to serve as the chief administrative officer of the Commission.
2. The executive director is to be appointed by the Commission from among the citizens of the nation at large and shall be selected on the basis of his/her training and experience in the field of government affairs. The executive director shall be responsible for all planning, coordination, reporting and other work required of the Commission. In addition, he/she shall be responsible for the administrative and personnel functions of the Commission. He/she shall make recommendations as to staff requirements, prepare and submit budgets, prepare reports and publications of the Commission, direct work of the staff and work with such consultants as may be engaged by the Commission from time to time. The executive director or his/her qualified representative may testify before public bodies or committees (with the consent of the chairperson within the policy areas approved by the Commission) and may consult and confer with appropriate public officials on behalf of the Commission in connection with its program or the achievement of its goals and purposes.

3. The executive director may perform any duty of the secretary or treasurer if authorized by Commission resolution.
4. The executive director shall, from time to time, make recommendations as to the size and composition of the staff employed by the Commission. Such recommendations shall be made to the Commission, which shall establish personnel policies as may be required.
5. Employees of the Commission shall be employed under personnel policies adopted by the Commission in consultation with the State Director of Personnel as required by Minnesota law.
6. Basic administrative, research and planning services for all regional planning and development bodies may be provided by the Commission. The Commission may contract with others to obtain or perform services, all as provided in Minnesota law.
7. The Commission may establish such committees as it deems necessary to carry out its duties and responsibilities.
8. The Executive Committee shall consist of the officers of the Commission. The chair of the Commission shall serve as chair of the Executive Committee. This committee shall consult with the executive director and make recommendations to the Commission in the areas of budgeting, hiring, promotion and discharge of Commission personnel, working conditions, compensation and similar matters germane to personnel and budget management by the Commission.

ARTICLE VIII

FINANCE

1. The Fiscal Year of the Commission shall be from July 1 to June 30.
2. The Executive Committee shall recommend a proposed budget to the Commission. The proposed budget shall be mailed to the commissioners for consideration by the Commission at its annual meeting in July.
3. The Commission shall conduct such hearings regarding the proposed budget as are specified in the Regional Development Act.
4. Disbursement of funds of the Commission shall be by check signed by the chair, vice-chair or secretary of the Commission and co-signed by the executive director or his/her authorized representative.
5. The monies of the Commission shall be deposited in the name of the Commission in such national or state banks or trust companies authorized to do banking business as the Commission shall designate in writing. Such designation shall set forth the terms and conditions upon which deposits and withdrawals may be made and shall be signed by the chair and secretary and made a part of the Commission minutes.

ARTICLE IX

NOTICES

1. Whenever the provisions of the Minnesota Statutes or these bylaws require notice to be given, it shall not be construed to mean personal notice; such notice may be given by depositing the same in a post office or letter box in a postage paid envelope addressed to such individual at his or her address as the same appears on the books of the Commission. The time when such notice shall be mailed shall be deemed to be the time of the giving thereof.
2. A special meeting may be called under unusual circumstances without submitting prior notice as elsewhere provided in these bylaws. However, business conducted at such meetings shall be official only if waivers of notice are signed by all members of the Regional Development Commission.

ARTICLE X

AMENDMENT OF BYLAWS

1. The bylaws of the Commission may be amended by a two-thirds majority vote of the members present at any regular meeting of the Commission or at any special meeting thereof at which a quorum is present, provided that notice of such regular or special meeting shall state the proposed amendment and the fact that it is to be voted upon at the meeting.

ARTICLE XI

GENERAL AND MISCELLANEOUS

1. Senators and Representatives who are members of the State Legislature and whose districts include any part of the region served by the Headwaters Regional Development Commission shall be ex-officio members of the Commission without any voting rights.
2. All meetings shall be conducted pursuant to Roberts Rules of Order, revised, unless otherwise provided by these bylaws.

Amended: November 19, 2015